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LEVINE KATARI, P.A.

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SUITE 210
BOCA RATON, FLORIDA 33432
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Kimberly Levine Katari
Admitted in Florida, Pennsylvania, and New Jersey

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-11/22/99--01088--005
***122.50 ***78.75

November 19, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Bugaloo, Inc.

Dear Sir/Madam:

FILED
1999 NOV 22 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. A check in the amount of \$122.50 is also enclosed, representing the following fees:

Filing fee, certified copy	
& certificate of status	\$ 87.50
Registered agent fee	35.00

Please file the original Articles of Incorporation and return a certified copy and certificate of status to the undersigned in the enclosed self-addressed stamped envelope. Thank you.

Very truly yours,



Kimberly L. Katari

encl.

A. Howell NOV 29 1999

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

BUGALOO, INC.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation under and pursuant to the provisions and by virtue of the laws of the State of Florida and for that purpose, do hereby make, subscribe, acknowledge, certify, and set forth as follows:

ARTICLE I - NAME

The name of the corporation shall be:

BUGALOO, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3315 Pinewalk Drive North #109
Margate, FL 33063

ARTICLE III - INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and registered office of the corporation shall be as follows: Kimberly L. Katari, Esquire, Levine Katari, P.A., 1499 W. Palmetto Park Road, Suite 412, Boca Raton, FL 33486, but the corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, and the corporation may keep such books, papers, and records of the corporation as are not required by law to be kept within the State of Florida and as the directors may find convenient, in such offices, agencies, and places of business.

ARTICLE IV - NATURE OF BUSINESS

This corporation may engage in or transact any and lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE V - INCORPORATOR(S)

The name and mailing address of the incorporators are as follows:

David Henriquez
3315 Pinewalk Drive North #109
Margate, FL 33063

Marisol Cuervo
3315 Pinewalk Drive North #109
Margate, FL 33063

ARTICLE VI - CAPITAL STOCK

The amount of the authorized capital stock of the corporation is one thousand (1,000) shares of common stock with no par value.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

A director or officer of the corporation shall not be liable to the corporation or its shareholders for damages for breach of fiduciary duty as a director or officer except for liability that, by express provision of the Florida Statutes, cannot be eliminated.

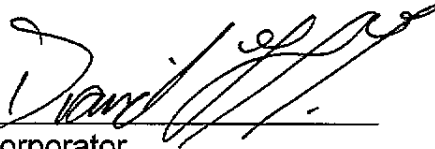
ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporators hereinbefore named for the purpose of forming a corporation to do business both within and outside the State of Florida and in pursuance of the Corporation Laws of the State of Florida does make and file this certificate, hereby declaring and certifying that the facts herein stated are true this 19th day of November, 1999.


11/19/1999

Date


Incorporator

11/19/1999

Date


Incorporator

FILED

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Bugaloo, Inc.
2. The name and address of the registered agent and office is:

Kimberly L. Katari, Esquire
Levine Katari, P.A.
1499 W. Palmetto Park Road, Suite 412
Boca Raton, FL 33486

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the purpose of accepting service
of process for the above stated corporation at the place designated in this certificate, I
hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of
my position as registered agent.

11/19/99
Date



Kimberly L. Katari
Registered Agent